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Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
<b>In re</b>	:
	:
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	:
	:
	:
<b>Debtors.<sup>1</sup></b>	:
-----X	

**Chapter 11  
Case No. 18-23538 (RDD)  
(Jointly Administered)**

**NOTICE OF AGENDA OF MATTERS SCHEDULED  
FOR HEARING ON OCTOBER 3, 2019 AT 10:00 A.M.**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Location of Hearing: United States Bankruptcy Court for the Southern District of New York,  
before the Honorable Robert D. Drain, United States Bankruptcy Judge,  
300 Quarropas Street, White Plains, New York 10601

**I. APPROVAL OF MODIFIED SECOND AMENDED JOINT CHAPTER 11 PLAN**

1. Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors **[ECF No. 5293]**

Responses Filed:

- A. Limited Objection and Reservation of Rights of Liberty Mutual Insurance Company **[ECF No. 3989]**
- B. 233 S. Wacker, LLC's Objection **[ECF No. 4668]**
- C. Objection of Tannor Capital Advisors LLC **[ECF No. 4673]**
- D. Limited Objection of Winners Industry Co., Ltd. **[ECF No. 4678]**
- E. Objection of the United States Trustee **[ECF No. 4681]**
  - i. Supplemental Objection of the United States Trustee **[ECF No. 5312]**
- F. Objection of Acadia Realty Limited Partnership, *et al.* **[ECF No. 4684]**
- G. Mario Aliano's Objection **[ECF No. 4690]**
- H. Objection of Alpine Creations Ltd. **[ECF No. 4700]**
  - i. Joinder of Aspen Marketing Services, Inc. to Objection of Alpine Creations Ltd. **[ECF No. 5041]**
  - ii. Joinder of Groupby USA, Inc.'s Joinder to Objection of Alpine Creations Ltd. **[ECF No. 5048]**
  - iii. A.O. Smith Corporation's Joinder to Objection of Alpine Creations Ltd. **[ECF No. 4712]**
- I. Limited Objection of The Retirees Committee **[ECF No. 4702]**
- J. Objection of Carl Ireland, Administrator of the Estate of James Garbe **[ECF No. 4707]**
- K. Weihai Lianqiao International Coop. Group Co., Ltd.'s Objection **[ECF No. 4708]**

- L. Limited Objection of PeopleReady, Inc. **[ECF No. 4709]**
- M. Objection of Community Unit School District 300 **[ECF No. 4713]**
  - i. Supplemental Objection of Community Unit School District 300 to Confirmation **[ECF No. 5005]**
- N. Objection of Santa Rosa Mall, LLC **[ECF No. 4714]**
  - i. Santa Rosa Mall, LLC's Supplemental Objection **[ECF No. 5088]**
- O. Objection of Everlast World's Boxing Headquarters Corp. **[ECF No. 4717]**
- P. Limited Objection and Reservation of Rights of ESL Investments Inc. and Transform Holdco LLC **[ECF No. 4718]**
  - i. Redacted Declaration of Chelsey Rosenbloom in Support of Limited Objection and Reservation of Rights of ESL Investments, Inc. and Transform Holdco LLC **[ECF No. 4719]**
  - ii. Declaration of Chelsey Rosenbloom in Support of Limited Objection and Reservation of Rights of ESL Investments Inc. and Transform Holdco LLC **[ECF No. 4760]**
  - iii. Limited Objection and Reservation of Rights of ESL Investments Inc. and Transform Holdco LLC **[ECF No. 4759]**
  - iv. Limited Objection and Reservation of Rights of ESL Investments Inc. and Transform Holdco LLC **[ECF No. 4786]**
    - a. Joinder of Mien Co. Ltd., *et al.* to Limited Objection and Reservation of Rights of ESL Investments, Inc. and Transform Holdco LLC to Debtors' Plan Supplement **[ECF No. 4801]**
  - v. Supplemental Response of ESL Investments, Inc. and Transform Holdco LLC to Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors **[ECF No. 5192]**

- Q. Edgewell Personal Care PR Inc.'s Limited Objection [ECF No. **4720**]
- R. Objection of Wilmington Trust, National Association, as Indenture Trustee [ECF No. **4724**]
  - i. Supplemental Objection of Wilmington Trust, N.A. [ECF No. **4785**]
- S. Objection of Vehicle Service Group, LLC d/b/a Rotary, a Dover Company [ECF No. **4725**]
- T. Objection of Pearl Global Industries, Ltd. [ECF No. **4730**]
  - i. Declaration David H. Wander [ECF No. **5282**]
- U. Cyrus Capital Partners, L.P.'s Limited Objection [ECF No. **4731**]
- V. Team Worldwide Corporation's Limited Objection [ECF No. **4773**]
- W. Joinder of Twentieth Century Fox Home Entertainment LLC [ECF No. **4780**]
- X. Joinder of Schumacher Electric Corporation [ECF No. **4861**]
- Y. Objection by Mien Co. Ltd., *et al.* [ECF No. **4716**]
  - i. Amended Objection of Mien Co. Ltd., *et al.* [ECF No. **4726**]
  - ii. Supplemental Objection of Mien Co. Ltd., *et al.* [ECF No. **5266**]
    - a. Joinder by Gokaldas Exports Ltd. to Supplemental Objection of Mien Co. Ltd., *et al.* [ECF No. **5309**]
  - iii. Joinder of BST International Ltd. to Supplemental Objection of Mien Co. Ltd., *et al.* [ECF No. **5272**]
  - iv. Joinder of ARCA Industrial (NJ), Inc. to Supplemental Objection of Mien Co. Ltd., *et al.* [ECF No. **5273**]
  - v. Joinder of EPI Partners, Inc. to the Supplemental Objection of Mien Co. Ltd., *et al.* [ECF No. **5274**]
  - vi. Joinder of Meenu Creations LLP to the Supplemental

Objection of Mien Co. Ltd., *et al.* [ECF No. 5277]

- vii. Joinder by Edgewell Personal Care Puerto Rico Inc. to Supplemental Objection of Mien Co. Ltd., *et al.* [ECF No. 5283]
- viii. Joinder by Eric Jay Ltd. to Supplemental Objection of Mien Co. Ltd., *et al.* [ECF No. 5285]
  - a. Declaration David H. Wander [ECF No. 5300]
- ix. Joinder by A.O. Smith Corporation to Supplemental Objection of Mien Co. Ltd., *et al.* [ECF No. 5286]
- x. Joinder by Weihai Lianqiao International Coop. Group Co., Ltd. to Supplemental Objection of Mien Co. Ltd., *et al.* [ECF No. 5287]
- xi. Joinder of Pearl Global Industries, Ltd. to Supplemental Objection of Mien Co. Ltd., *et al.* [ECF No. 5289]
- xii. Joinder by BH North American Corporation to Supplemental Objection of Mien Co. Ltd., *et al.* [ECF No. 5290]
- xiii. Joinder by Shinn Fu of America, Inc. to Supplemental Objection of Mien Co. Ltd., *et al.* [ECF No. 5305]
- xiv. Joinder by Capital Brands, LLC to Supplemental Objection of Mien Co. Ltd., *et al.* [ECF No. 5307]
- xv. Joinder By Wireless Hub Inc. to Supplemental Objection of Mien Co. Ltd., *et al.* [ECF No. 5308]

Statements / Memorandum in Support:

- Z. Debtors' Supplemental Memorandum of Law in Support of Confirmation of Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors [ECF No. 5296]

Exhibit A - Administrative Expense Claims Consent  
Program Term Sheet

Exhibit B - Proposed Confirmation Order

Exhibit C - Redline of Proposed Confirmation Order

- AA. Debtors' Memorandum of Law in Support of Confirmation of Modified Second Amended Joint Chapter 11 Plan **[ECF No. 5144]**
- BB. Statement of Pension Benefit Guaranty Corporation in Support of Confirmation **[ECF No. 5138]**
- CC. Statement of the Official Committee of Unsecured Creditors in Support of Confirmation **[ECF No. 5145]**

Declarations in Support:

- DD. Supplemental Declaration of Brian J. Griffith in Support of Confirmation of Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors **[ECF No. 5297]**
- EE. Declaration of William L. Transier in Support of Modified Second Amended Joint Chapter 11 Plan **[ECF No. 5146]**
- FF. Declaration of Brian J. Griffith in Support of Confirmation of Modified Second Amended Joint Chapter 11 Plan **[ECF No. 5148]**
- GG. Declaration of William Murphy in Support of Confirmation of Modified Second Amended Joint Chapter 11 Plan **[ECF No. 5149]**

Related Documents:

- HH. Notice of Filing of Revised (I) Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors **[ECF No. 5294]**
- II. Notice of Filing of Revised Plan Supplement in Connection with Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors **[ECF No. 5295]**
- JJ. Notice of Filing of Revised Administrative Expense Claims Consent Program Term Sheet with the Ad Hoc Vender Group and Creditors' Committee **[ECF No. 5301]**
- KK. Declaration of Craig E. Johnson of Prime Clerk LLC regarding the Solicitation of Votes and Tabulation of Ballots Cast on the Modified Second Amended Joint Chapter 11 Plan **[ECF No. 5137]**
- LL. Disclosure Statement for Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors **[ECF No. 4390]**

- MM. Disclosure Statement for Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors **[ECF No. 4478]**
- NN. Notice of Filing of (I) Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors and (II) Related Disclosure Statement with Clarifying Modifications **[ECF No. 4479]**
- OO. Order (I) Approving Disclosure Statement, (II) Establishing Notice and Objection Procedures for Confirmation of the Plan, (III) Approving Solicitation Packages and Procedures for Distribution Thereof, (IV) Approving the Forms and Ballots and Establishing Procedures for Voting on the Plan, and (V) Granting Related Relief **[ECF No. 4392]**
- PP. Notice of Filing of Exhibits to the Disclosure Statement for Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors **[ECF No. 3618]**
- QQ. Notice of Filing of Exhibits to the Disclosure Statement for Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors **[ECF No. 4060]**
- RR. Notice of Filing of Creditors' Committee's Letter in Support of Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its affiliated Debtors **[ECF No. 4395]**
- SS. Notice of Filing of Plan Supplement in Connection with Modified Second Amended Joint Chapter 11 Plan **[ECF No. 4632]**
- TT. Notice of Filing of Plan Supplement in Connection with Modified Second Amended Joint Chapter 11 Plan **[ECF No. 4703]**

Resolved Responses:

- UU. Texas Taxing Authorities' Objection **[ECF No. 3373]**
- VV. LBG Hilltop, LLC's Objection **[ECF No. 4680]**

WW. Limited Objection and Reservation of Rights of McDonald's Corporation [ECF No. 4711]<sup>2</sup>

XX. Objection of Whitebox Asymmetric Partners, LP, *et al.* [ECF No. 4721]

Status: This matter is going forward.

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<sup>2</sup> This matter is resolved pending the entry of the proposed Stipulation and Order By and Among Sellers, Buyer and McDonald's Corporation filed under Presentment [ECF No. 5303].



## II. CONTESTED MATTER

2. Motion of Debtors for Modification of Retiree Benefits [ECF No. 4635]

Response Deadline: August 5, 2019 at 4:00 p.m.

Responses Filed:

- A. Joinder by the Secretary of Labor in Opposition to Debtors' Section 1114 Motion [ECF No. 4762]
- B. Objection of Retirees Committee [ECF No. 4768]

Related Documents:

- C. Debtors' Reply [ECF No. 4885]
- D. Joinder of the Official Committee of Unsecured Creditors to Motion of Debtors [ECF No. 4887]
- E. Declaration of William Murphy in Support [ECF No. 4636]

Status: This matter is going forward on a contested basis.

Dated: September 2, 2019  
New York, New York

/s/ Sunny Singh  
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